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AMENDMENTS TO THE CLAIMS:

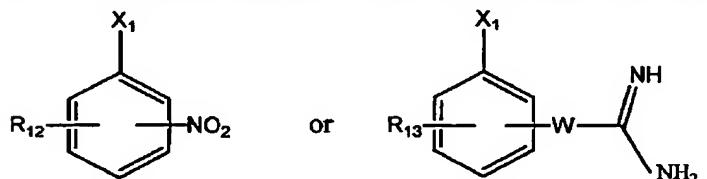
This listing of claims will replace all prior versions and listings of the claims in the application:

1. (Cancelled)
2. (Currently Amended) The compound of claim 32 †, wherein Z is NR₇R₈.
3. (Original) The compound of claim 2, wherein R₈ is -CH₂-CH₂-NH₂.
4. (Original) The compound of claim 2, wherein R₈ is (CR₉R₁₀)_n-NR₂₂-R₁₁.
5. (Cancelled)
6. (Previously presented) The compound of claim 4, wherein R₁₁ is a polyalkylene oxide residue.
7. (Original) The compound of claim 6, wherein said polyalkylene oxide residue is a polyethylene glycol.
8. (Original) The compound of claim 7, wherein said polyethylene glycol has a number average molecular weight of from about 2,000 to about 200,000 daltons.
9. (Previously presented) The compound of claim 4, wherein R₁₁ is a member of the group consisting of collagen, glycosaminoglycan, poly(-aspartic acid), poly(-L-lysine), poly(-lactic acid), poly-N-vinylpyrrolidone and copolymers of poly(-lactic acid) and poly(-glycolic acid).
10. (Currently Amended) The compound of claim 32 †, wherein R₁, R₂, R₃, R₄, R₅, and R₆ are independently selected from the group consisting of H, CH₃ and CH₃CH₂.
11. (Original) The compound of claim 4, wherein R₇ is CH₃CH₂; R₈ is -(CR₉R₁₀)_n-NR₂₂-R₁₁; and R₉ and R₁₀ are H; n is 2; and X₁ is O, S or NH.

12. (Original) The compound of claim 4, wherein R₇ is CH₃CH₂; R₈ is -(CR₉R₁₀)_n-NR₂₂-R₁₁ and R₉ and R₁₀ are H.

13. (Cancelled)

14. (Currently Amended) The compound of claim 32 †, wherein X₁A is

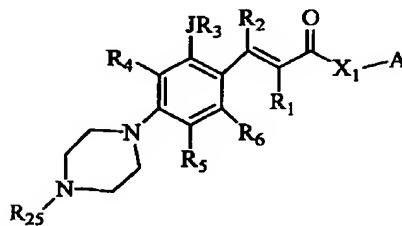


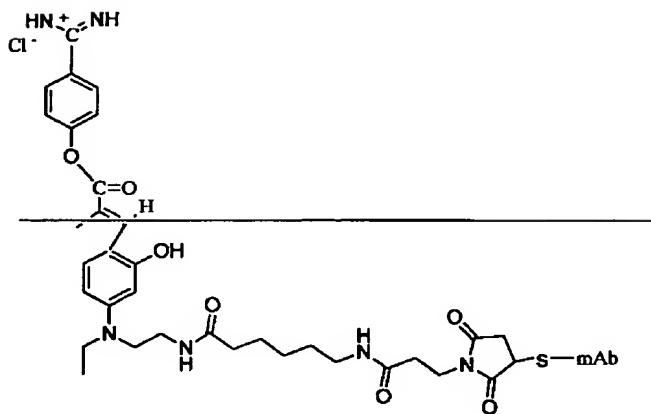
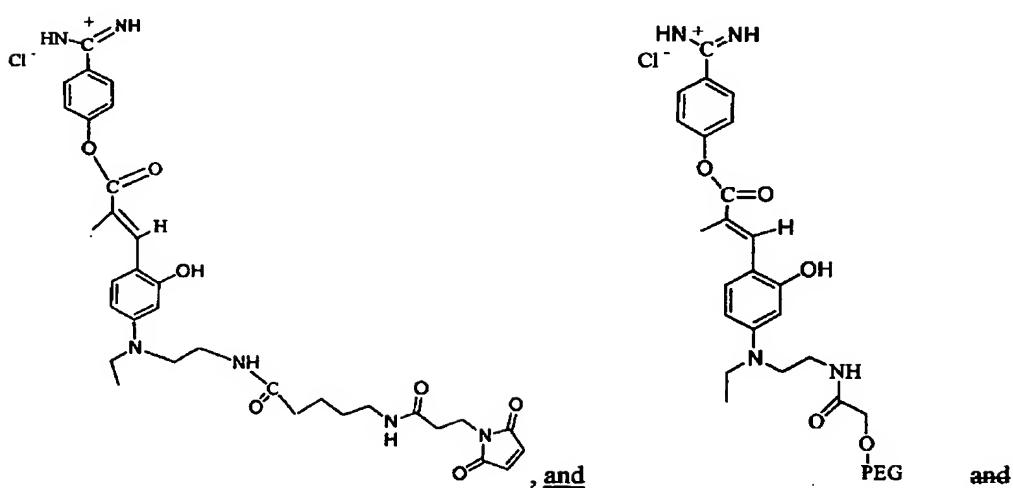
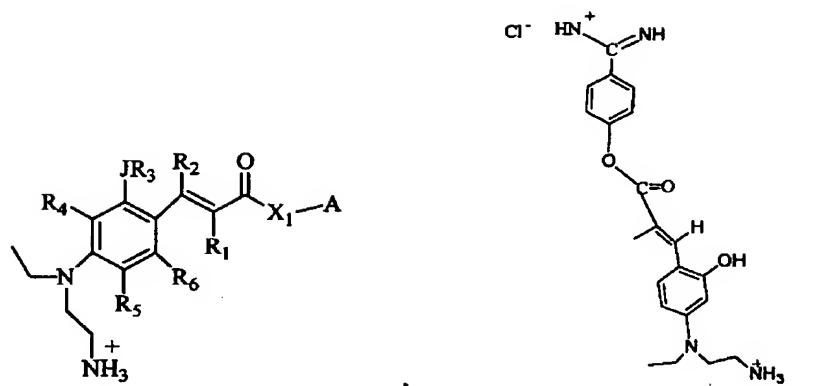
15. (Cancelled)

16. (Original) The compound of claim 14, wherein J is O, R₂ is H, R₇ is CH₃CH₂; R₈ is -(CR₉R₁₀)_n-NR₂₂-R₁₁, R₉ and R₁₀ are H, and n is 2.

17-21. (Cancelled)

22. (Currently Amended) A compound of claim 32 † selected from the group consisting of:





wherein

PEG is a polyethylene glycol having a molecular weight of from about 2,000 to about 200,000; and

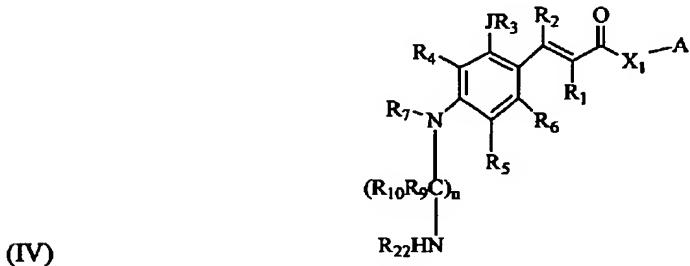
~~mAb is a monoclonal antibody.~~

23-24. (Cancelled)

25. (Currently Amended) A pharmaceutically acceptable salt of the compound of claim 32 4.

26-30. (Cancelled)

31. (Currently Amended) A method of preparing a conjugate, comprising:
reacting a compound of Formula (IV)



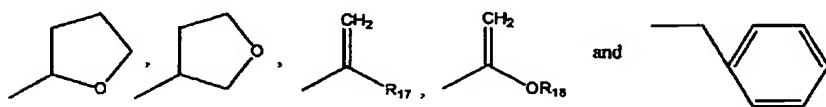
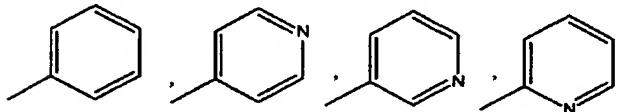
wherein:

R₁ and R₂ are individually selected from the group consisting of H, CH₃, C₂-C₁₀ alkyls, C₂-C₁₀ alkenyls or C₂-C₁₀ alkynyls, straight or branched, C₂-C₁₀ heteroalkyls, C₂-C₁₀ heteroalkenyls or C₂-C₁₀ heteroalkynyls and -(CR₁₅R₁₆)_p-D

wherein: R₁₅ and R₁₆ are individually selected from the group consisting of H, CH₃, C₂-C₁₀ alkyls, C₂-C₁₀ alkenyls and C₂-C₁₀ alkynyls, straight or branched; and C₂-C₁₀ heteroalkyls, C₂-C₁₀ heteroalkenyls or C₂-C₁₀ heteroalkynyls;

p is a positive integer from 1 to about 12;

D is selected from among -SH, -OH, X₂, -CN, -OR₁₉, NHR₂₀,



wherein:

R₁₇ is H, a CH₃ or X₃;

R₁₈ is H, a C₁₋₄ alkyl or benzyl;

R₁₉ is H, a C₁₋₄ alkyl, X₂ or benzyl;

R₂₀ is H, a C₁₋₁₀ alkyl or -C(O)R₂₁

wherein R₂₁ is H, a C₁₋₄ alkyl or alkoxy, t-butoxy or benzyloxy;

X₂ and X₃ are independently selected halogens;

R₃ is H, CH₃, or -C(=O)(CR₁₅R₁₆)_w-D,

where w is 0 or an integer from 1 to about 12, and D is H or as described for R₁ and R₂,

J is O, NH or S;

R₄, R₅ and R₆ independently selected from the group consisting of H, CH₃,

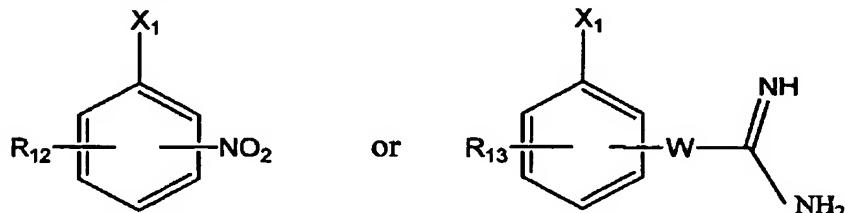
C₂-C₁₀ alkyls, C₂-C₁₀ alkenyls or C₂-C₁₀ alkynyls, straight or branched; C₂-C₁₀ heteroalkyls, heteroalkenyls or heteroalkynyls and halogens;

R₇ is selected from among H, CH₃ and C₂-C₁₀ alkyls;

X₁ is O, NH, or S;

R₂₂ is H or CH₃; and

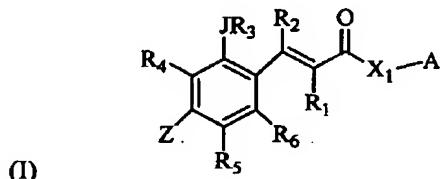
A is H or A₁ wherein X₁A₁ is



wherein R₁₂ and R₁₃ are independently H or electron donating or electron withdrawing groups and W is CH or N;

with a linking reagent containing a member of selected from the group consisting of succinimides, maleimides, imidoesters, 2-iminothiolane, hydrazides, maleic anhydride, azides, citraconic anhydride, glutaraldehyde.

32. (Previously Presented) A compound of the formula:



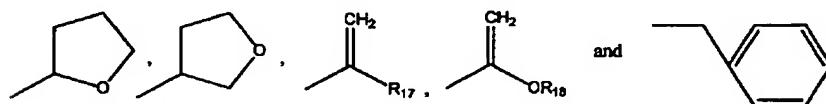
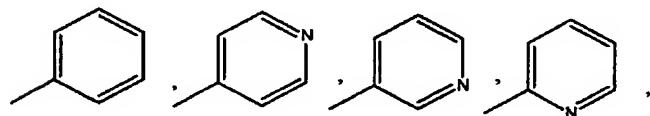
wherein:

R_1 and R_2 are individually selected from the group consisting of H, CH_3 , $\text{C}_2\text{-C}_{10}$ alkyls, $\text{C}_2\text{-C}_{10}$ alkenyls or $\text{C}_2\text{-C}_{10}$ alkynyls, straight or branched, $\text{C}_2\text{-C}_{10}$ heteroalkyls, $\text{C}_2\text{-C}_{10}$ heteroalkenyls or $\text{C}_2\text{-C}_{10}$ heteroalkynyls and $-(\text{CR}_{15}\text{R}_{16})_p\text{-D}$;

wherein: R_{15} and R_{16} are individually selected from the group consisting of H, CH_3 , $\text{C}_2\text{-C}_{10}$ alkyls, $\text{C}_2\text{-C}_{10}$ alkenyls or $\text{C}_2\text{-C}_{10}$ alkynyls, straight or branched; and $\text{C}_2\text{-C}_{10}$ heteroalkyls, $\text{C}_2\text{-C}_{10}$ heteroalkenyls or $\text{C}_2\text{-C}_{10}$ heteroalkynyls;

p is a positive integer from 1 to about 12;

D is selected from among $-\text{SH}$, $-\text{OH}$, X_2 , $-\text{CN}$, $-\text{OR}_{19}$, NHR_{20} ,



wherein:

R_{17} is H, CH_3 or X_3 ;

R_{18} is H, a C_{1-4} alkyl or benzyl;

R_{19} is H, a C_{1-4} alkyl, X_2 or benzyl;

R_{20} is H, a C_{1-10} alkyl or $-\text{C}(\text{O})\text{R}_{21}$,

wherein R_{21} is H, a C_{1-4} alkyl or alkoxy, t-butoxy or benzyloxy;

X_2 and X_3 are independently selected halogens;

R_3 is H, CH_3 , or $-\text{C}(=\text{O})(\text{CR}_{15}\text{R}_{16})_w\text{-D}$,

where w is 0 or an integer from 1 to about 12, and D is H or as described for R_1 and R_2

J is O, NH or S;

R_4 , R_5 , and R_6 are independently selected from the group consisting of H, CH_3 , C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched; C_2-C_{10} heteroalkyls, heteroalkenyls or heteroalkynyls and halogens;



wherein R_7 is selected from among H, CH_3 , C_2-C_{10} alkyls, alkenyls or alkynyls straight or branched; C_2-C_{10} heteroalkyls, heteroalkenyls or heteroalkynyls, or $-(CR_{23}R_{24})_q$ -aryl, or R_8 , wherein R_{23} and R_{24} are independently selected from the group consisting of H and C_1-C_{10} alkyls;

q is an integer from 1 to about 6;

R_8 is selected from the group consisting of $(CR_9R_{10})_n-NR_{22}-R_{11}$, $(CR_9R_{10})_n-CH_2-NHC(O)R_{26}$ and $(CR_9R_{10})_n-CH_2-E$;

wherein R_9 and R_{10} are independently selected from the group consisting of H, CH_3 , C_2-C_{10} alkyls, C_2-C_{10} alkenyls or C_2-C_{10} alkynyls, straight or branched; C_2-C_{10} heteroalkyls, C_2-C_{10} heteroalkenyls or C_2-C_{10} heteroalkynyls and halogens;

R_{26} is H, CH_3 , O-t-butyl, O-benzyl;

E is OH, SH or $O-C(O)R_{27}$,

wherein R_{27} is a C_1-C_6 alkyl, benzyl or phenyl;

R_{22} is H or CH_3 ;

n is a positive integer from 1 to about 10;

R_{11} is H or -L-B,

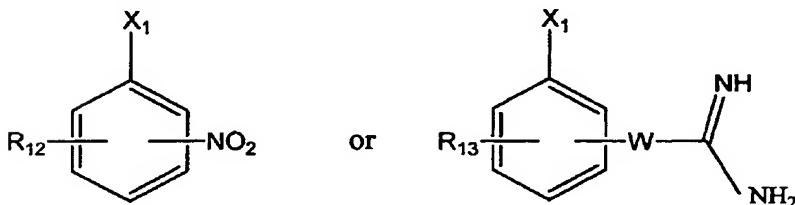
wherein L-B are maleimides, N-hydroxysuccinimidyl compounds, immidoesters, 2-iminothiolane, hydrazides and maleic anhydride;

R_{25} is H, $-C(O)-R_{28}$ or $-C(O)-O-R_{29}$,

wherein R_{28} is a C_1-C_6 alkyl or benzyl; and R_{29} is CH_3 , t-butyl or benzyl;

X_1 is O, NH, or S; and

A is H, or A_1 , wherein X_1A_1 is



wherein R_{12} and R_{13} are independently H or electron donating or electron withdrawing groups and W is CH or N.

33-34. (Cancelled)

35. (Previously Presented) The method of claim 31, wherein the linking reagent is selected from the group consisting of heterobifunctional reagents containing N-hydroxysuccinimide and maleimide, bifunctional maleimide and bifunctional PEG's.

36. (Previously Presented) The method of claim 35, wherein the heterobifunctional reagent containing N-hydroxysuccinimide and maleimide is (Succinimidyl-6-[β -maleimidopropionamido] hexanoate].